

Exhibit W

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☒ Definitive Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

AMARIN CORPORATION PLC

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies.

(2) Aggregate number of securities to which transaction applies.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction.

(5) Total fee paid.

-
- ☐ Fee paid previously with preliminary materials.
 - ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid.

(2) Form, Schedule or Registration State No.:

(3) Filing Party:

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REMUNERATION COMMITTEE REPORT

The information contained in this report shall not be deemed to be (1) "soliciting material," (2) "filed" with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference into such filing.

The Remuneration Committee of the Board of Directors has reviewed and discussed the Executive Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on such review and discussion, we have recommended to the Board of Directors that the Executive Compensation Discussion and Analysis be included in this Proxy Statement for the fiscal year ended December 31, 2018.

Submitted by the Remuneration Committee of the Board of Directors

David Stack (Chairman)
Jan van Heek
Kristine Peterson

[Table of Contents](#)**2018 Summary Compensation Table**

The following table sets forth information concerning the compensation of the named executive officers for the fiscal years ended December 31, 2018, 2017 and 2016.

| Name and Principal Position | Fiscal Year | Salary (\$) | Bonus (\$)(1) | Stock Awards (\$)(2) | Option Awards (\$)(3) | Non-Equity Incentive Plan Compensation (\$)(4) | All Other Compensation (\$)(7) | Total (\$) |
|--|--------------------|--------------------|----------------------|-----------------------------|------------------------------|---|---------------------------------------|-------------------|
| John F. Thero President and Chief Executive Officer | 2018 | 660,383 | — | 1,409,800 | 1,405,914 | 722,970 | 6,712 | 4,205,779 |
| | 2017 | 609,175 | 26,088 | 1,098,540 | 1,160,461 | 513,912 | 6,612 | 3,414,788 |
| | 2016 | 575,275 | — | 504,000 | 561,689 | 530,974 | 6,512 | 2,178,450 |
| Joseph T. Kennedy Executive Vice President, General Counsel and Strategic Initiatives, Secretary | 2018 | 461,175 | — | 296,400 | 294,788 | 304,251 | 6,712 | 1,363,326 |
| | 2017 | 447,533 | 11,007 | 330,480 | 348,138 | 320,136 | 6,612 | 1,463,906 |
| | 2016 | 432,542 | 12,685 | 112,000 | 127,656 | 227,315 | 6,512 | 918,710 |
| Steven B. Ketchum, Ph.D. President of Research and Development, Senior Vice President and Chief Scientific Officer | 2018 | 461,175 | — | 296,400 | 294,788 | 270,446 | 6,712 | 1,329,521 |
| | 2017 | 447,533 | 9,717 | 266,220 | 280,621 | 194,330 | 6,612 | 1,205,033 |
| | 2016 | 432,542 | — | 112,000 | 127,656 | 199,022 | 6,512 | 877,732 |
| Michael W. Kalb ⁽⁵⁾ Senior Vice President and Chief Financial Officer, Assistant Secretary | 2018 | 423,367 | — | 296,400 | 294,788 | 246,152 | 6,712 | 1,267,419 |
| | 2017 | 411,000 | 8,899 | 266,220 | 280,621 | 177,984 | 6,612 | 1,151,336 |
| | 2016 | 200,000 | — | — | 978,489 | 93,200 | 606 | 1,272,295 |
| Mark W. Salyer ⁽⁶⁾ Former Senior Vice President and Chief Commercial Officer | 2018 | 138,838 | — | 296,400 | 294,788 | — | 251,882 | 984,897 |
| | 2017 | 141,458 | 128,250 | — | 1,627,659 | — | 61,841 | 1,959,208 |

- (1) The amounts reported in the “Bonus” column for 2017 and 2016 consist of discretionary cash bonuses awarded under the MICP for exceptional performance in 2017 or 2016, respectively. In addition, the amount reported for 2017 for Mr. Salyer includes a sign-on bonus of \$60,000 and an annual cash bonus of \$65,000, each paid pursuant to the terms of his employment agreement with the Company.
- (2) This column reflects the aggregate grant date fair value of time- and performance-based vesting restricted stock unit awards granted in each year calculated in accordance with FASB ASC 718, excluding the effect of estimated forfeitures, related to service-based vesting. For performance-based restricted stock units, the value reported reflects the value of the award at the grant date based upon the probable outcome of the performance conditions. For the performance-based restricted stock units granted to Mr. Thero in 2018, as achievement of the performance criteria was deemed not probable on the grant date, the grant date fair value of such award included in the table is \$0. The value of Mr. Thero’s 2018 performance-based restricted stock units, assuming that the highest level of performance conditions will be achieved, is \$3,559,900. For the performance-based restricted stock units granted in 2017, as achievement of the performance criteria was deemed not probable on the grant date, the grant date fair value of each such award included in the table for each was \$0. The value of the 2017 performance-based restricted stock units, assuming that the highest level of performance conditions will be achieved, is \$795,600 for Mr. Kennedy and \$673,200 for each of Dr. Ketchum and Mr. Kalb. Assumptions used in the calculations for these amounts are set forth in Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC on February 27, 2019.
- (3) This column reflects the aggregate grant date fair value of time-based stock option awards granted in each year and calculated in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. Assumptions used in the calculations for these amounts are set forth in Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC on February 27, 2019.
- (4) This column reflects payments made under the MICP and special incentive bonus programs in respect of the year earned. See the discussion regarding annual and special incentive compensation in “Executive Compensation Discussion and Analysis” for further information regarding the performance measures.

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- (5) Mr. Kalb joined the Company on June 30, 2016. His annualized base salary for 2016 was \$400,000.
- (6) Mr. Salyer joined the Company on September 11, 2017. His employment with the Company terminated on April 18, 2018. His annualized base salary for 2017 was \$455,000. His annualized base salary for 2018 was \$459,000.
- (7) The amounts included in this column represent company-paid match of 401(k) contributions and life insurance premiums unless otherwise noted. The amount reported in 2018 for Mr. Salyer includes the following severance payments, which were paid to him in connection with the termination of his employment pursuant to the terms of his employment agreement with the Company: (i) \$229,500 for six months of base salary continuation, (ii) \$10,592 for accrued paid time off, and (iii) \$8,397 for the Company portion of the COBRA premiums for six months following termination. In addition, the vesting of Mr. Salyer's equity awards subject to time-based vesting was accelerated by six months upon the termination of his employment pursuant to the terms of his employment agreement. The amount reported for 2017 for Mr. Salyer includes \$61,538 of relocation costs paid pursuant to the terms of his employment agreement with the Company.

Narrative to the Summary Compensation Table

The amounts reported in the Summary Compensation Table, including base salary, stock awards, option awards, and payments made under the MICP, are described more fully under "Executive Compensation Discussion and Analysis."

Grants of Plan-Based Awards

The following table sets forth certain information regarding grants of plan-based option awards to the named executive officers during fiscal year 2018:

| Name | Grant Date | All Other Option Awards: Number of Securities Underlying Options (#) | Exercise Price of Option Awards (\$/Sh) | Grant Date Fair Value of Option Awards (\$)(1) |
|--------------------------|------------|---|---|--|
| John F. Thero | 2/1/2018 | 558,000(2) | 3.80 | 1,405,914 |
| Joseph T. Kennedy | 2/1/2018 | 117,000(2) | 3.80 | 294,788 |
| Steven B. Ketchum, Ph.D. | 2/1/2018 | 117,000(2) | 3.80 | 294,788 |
| Michael W. Kalb | 2/1/2018 | 117,000(2) | 3.80 | 294,788 |
| Mark W. Salyer(3) | 2/1/2018 | 117,000(2) | 3.80 | 294,788 |

- (1) This column reflects the aggregate grant date fair value of option awards granted in 2018, and is calculated in accordance with FASB ASC 718, using the Black-Scholes option-pricing model, excluding the effect of estimated forfeitures. Assumptions used in the calculations for these amounts are set forth in Note 11 to our financial statements included in our Annual Report on Form 10-K filed with the SEC on February 27, 2019.
- (2) These options vest monthly over 48 months beginning on February 28, 2018.
- (3) Mr. Salyer's employment with the Company terminated in April 2018. As of the termination date, options to purchase 19,502 shares with a total grant date fair value of \$49,136 had vested and all remaining unvested options were immediately forfeited.

The following table sets forth certain information regarding grants of plan-based restricted stock unit awards subject to time-based vesting to the named executive officers during fiscal year 2018:

| Name | Grant Date | All Other Stock Awards: Number of Shares of Stock or Units (#) | Grant Date Fair Value of Stock Awards (\$)(1) |
|--------------------------|------------|---|---|
| John F. Thero | 2/1/2018 | 371,000(2) | 1,409,800 |
| Joseph T. Kennedy | 2/1/2018 | 78,000(2) | 296,400 |
| Steven B. Ketchum, Ph.D. | 2/1/2018 | 78,000(2) | 296,400 |
| Michael W. Kalb | 2/1/2018 | 78,000(2) | 296,400 |
| Mark W. Salyer | 2/1/2018 | 78,000(2) | 296,400 |

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- (1) This column reflects the aggregate grant date fair value of time-based restricted stock unit awards granted in 2018, calculated in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. Assumptions used in the calculations for these amounts are set forth in Note 11 to our financial statements included in our Annual Report on Form 10-K filed with the SEC on February 27, 2019.
- (2) These restricted stock unit awards vest in three equal annual installments on each of January 31, 2019, January 31, 2020 and January 31, 2021.
- (3) Mr. Salyer's employment with the Company terminated in April 2018, at which time the entire restricted stock unit award was immediately forfeited.

The following table sets forth certain information regarding grants of plan-based restricted stock unit awards subject to performance-based vesting to the named executive officers during fiscal year 2018:

| Name | Grant Date | Estimated Future Payouts Under Equity Incentive Plan Awards | Grant Date Fair Value of Stock Awards (\$)(2) |
|--------------------------|------------|---|--|
| | | Target (#)(1) | |
| John F. Thero | 3/12/2018 | 970,000(3) | 3,559,900 |
| Joseph T. Kennedy | — | — | — |
| Steven B. Ketchum, Ph.D. | — | — | — |
| Michael W. Kalb | — | — | — |
| Mark W. Salyer | — | — | — |

- (1) There is no threshold for these awards and the target equates to the maximum.
- (2) This column reflects the aggregate grant date fair value, calculated in accordance with FASB ASC 718 assuming the probable outcome of the performance conditions on the grant date, which was assumed to be maximum achievement of such conditions.
- (3) This amount represents restricted stock unit awards that vest and are earned only if both of the following performance goals are achieved by December 31, 2027: (i) a successful outcome of the REDUCE-IT study and (ii) pre-defined commercial sales milestones. To date, only the successful outcome of the REDUCE-IT study has been achieved, so none of the restricted stock units have vested.

The following table sets forth certain information regarding grants of non-equity incentive plan-based awards to the named executive officers during fiscal year 2018:

| Name | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$) | |
|--------------------------|------------|--|------------|
| | | Target(1) | Maximum(1) |
| John F. Thero | — | 498,600 | 1,246,500 |
| Joseph T. Kennedy | — | 208,035 | 442,074 |
| Steven B. Ketchum, Ph.D. | — | 184,920 | 392,955 |
| Michael W. Kalb | — | 169,760 | 360,740 |
| Mark W. Salyer(2) | — | 183,600 | 390,150 |

- (1) The amounts in the "Target" and "Maximum" columns reflect the potential payouts under the 2018 MICP. Actual bonuses awarded to the individuals were based on achievement of objectives, as discussed in the "Executive Compensation Discussion and Analysis" section above.
- (2) Mr. Salyer's employment with the Company terminated in April 2018 and therefore he was not eligible to receive a cash incentive bonus for 2018.

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The following table sets forth the number of shares acquired by the named executive officers upon the exercise of stock options and vesting of restricted stock units in fiscal year 2018 as well as the value realized upon exercise or vesting. The value realized represents the aggregate difference between the fair market value of shares on the dates of exercise or vesting and the exercise prices, if any, multiplied by the number of shares acquired upon exercise or vesting, prior to payment of any applicable withholding taxes.

| Name | Option Awards | | Stock Awards | |
|--------------------------|--|----------------------------------|---|---------------------------------|
| | Number of Shares Acquired on Exercise | Value Realized on Exercise | Number of Shares Acquired on Vesting | Value Realized on Vesting |
| | (#) | (\$) | (#) | (\$) |
| John F. Thero | 407,611 | 7,223,410 | 1,914,917 | 6,992,224 |
| Joseph T. Kennedy | 1,149,625 | 10,130,754 | 536,854 | 2,962,941 |
| Steven B. Ketchum, Ph.D. | 1,518,551 | 9,093,787 | 316,104 | 1,033,770 |
| Michael W. Kalb | 150,000 | 1,234,245 | 29,000 | 108,750 |
| Mark W. Salyer | 189,584 | 1,689,193 | — | — |

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The following table shows information regarding outstanding stock option awards at December 31, 2018 for our named executive officers:

| Name | Number of Securities Underlying Unexercised Options | | Option Exercise Price (\$/Sh) | Option Expiration Date |
|--------------------------|--|----------------------|--|------------------------------|
| | Exercisable (#) | Unexercisable (#) | | |
| John F. Thero | 750,000 | — | 3.40 | 11/10/2020 |
| | 83,230 | — | 8.86 | 2/1/2022 |
| | 52,500 | — | 8.10 | 1/2/2023 |
| | 607,500 | — | 2.04 | 1/8/2024 |
| | 391,667 | 8,333(1) | 1.02 | 2/2/2025 |
| | 524,993 | 75,007(2) | 2.50 | 7/6/2025 |
| | 350,002 | 49,998(3) | 2.50 | 7/6/2025 |
| | 350,002 | 49,998(3) | 2.50 | 7/6/2025 |
| | 401,044 | 148,956(4) | 1.40 | 2/1/2026 |
| | 263,542 | 286,458(5) | 2.95 | 2/1/2027 |
| Joseph T. Kennedy | 127,875 | 430,125(6) | 3.80 | 2/1/2028 |
| | 600,000 | — | 6.35 | 12/16/2021 |
| | 62,500 | — | 8.86 | 2/1/2022 |
| | 33,750 | — | 8.10 | 1/2/2023 |
| | 1,953 | 1,953(1) | 1.02 | 2/2/2025 |
| | 18,750 | 112,511(2) | 2.50 | 7/6/2025 |
| | 2,604 | 33,854(4) | 1.40 | 2/1/2026 |
| | 79,063 | 85,937(5) | 2.95 | 2/1/2027 |
| | 26,813 | 90,187(6) | 3.80 | 2/1/2028 |
| Steven B. Ketchum, Ph.D. | 23,436 | 1,953(1) | 1.02 | 2/2/2025 |
| | — | 24,998(2) | 2.50 | 7/6/2025 |
| | 30,438 | 22,500(3) | 2.50 | 7/6/2025 |
| | — | 22,500(3) | 2.50 | 7/6/2025 |
| | 209,999 | 30,001(7) | 2.50 | 7/6/2025 |
| | — | 33,854(4) | 1.40 | 2/1/2026 |
| | 500 | 69,270(5) | 2.95 | 2/1/2027 |
| | 26,813 | 90,187(6) | 3.80 | 2/1/2028 |
| Michael W. Kalb | 240,626 | 234,374(8) | 2.19 | 7/1/2026 |
| | 63,730 | 69,270(5) | 2.95 | 2/1/2027 |
| | 26,813 | 90,187(6) | 3.80 | 2/1/2028 |
| Mark W. Salyer | 19,502 | — (9) | 3.49 | 4/18/2019 |

- (1) The shares underlying these stock options vest monthly over 48 months beginning February 28, 2015.
- (2) The shares underlying these stock options vest monthly over 48 months beginning July 31, 2015.
- (3) The shares underlying these stock options vest monthly over 48 months beginning on July 31, 2015, and relate to grants with certain financial and clinical performance milestones that were achieved during fiscal year 2016 and 2017. Upon achievement of the milestones, the options that had vested monthly without regard to the requirement for achievement of the milestones and had been previously deferred until achievement became exercisable. Such grants will continue to vest monthly until fully vested.
- (4) The shares underlying these stock options vest monthly over 48 months beginning February 28, 2016.
- (5) The shares underlying these stock options vest monthly over 48 months beginning February 28, 2017.
- (6) The shares underlying these stock options vest monthly over 48 months beginning February 28, 2018.
- (7) The shares underlying this stock option vest monthly over 48 months beginning on July 31, 2015, but were deferred until the achievement of certain clinical performance milestones, which occurred in September

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2018 upon positive REDUCE-IT results. Upon the achievement of the milestone, the shares underlying the options vested to the extent they would have vested on a monthly basis without regard to the requirement for achievement of the performance criteria and will continue to vest monthly thereafter.

- (8) Twenty-five percent (25%) of the shares underlying this stock option vested on June 30, 2017, and the remaining 75% of the options vest ratably over the next 36 months.
- (9) Mr. Salyer's employment with the Company terminated in April 2018, at which time the vesting of all unvested stock options subject to time-based vesting was accelerated by six months pursuant to the terms of his employment agreement with the Company and any remaining unvested stock options were immediately forfeited. Any remaining vested but unexercised options expire upon the one-year anniversary of his termination date.

The following table shows information regarding outstanding restricted stock unit awards at December 31, 2018, for our named executive officers:

| Name | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$)(1) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1) |
|--------------------------|---|---|---|---|
| John F. Thero | 75,000(2) | 1,020,750 | — | — |
| | 120,000(3) | 1,633,200 | — | — |
| | 239,333(4) | 3,257,322 | — | — |
| | 371,000(5) | 5,049,310 | — | — |
| | — | — | 1,265,250(6) | 17,220,053 |
| | — | — | 970,000(7) | 13,201,700 |
| Joseph T. Kennedy | 94,374(2) | 1,284,430 | — | — |
| | 12,500(8) | 170,125 | — | — |
| | 26,666(3) | 362,924 | — | — |
| | 72,000(4) | 979,920 | — | — |
| | 78,000(5) | 1,061,580 | — | — |
| | — | — | 199,500(6) | 2,715,195 |
| | — | — | 260,000(7) | 3,538,600 |
| Steven B. Ketchum, Ph.D. | 26,666(3) | 362,924 | — | — |
| | 58,000(4) | 789,380 | — | — |
| | 78,000(5) | 1,061,580 | — | — |
| | — | — | 199,500(6) | 2,715,195 |
| | — | — | 220,000(7) | 2,994,200 |
| Michael W. Kalb | 58,000(4) | 789,380 | — | — |
| | 78,000(5) | 1,061,580 | — | — |
| | — | — | 220,000(7) | 2,994,200 |
| Mark W. Salyer(9) | — | — | — | — |

- (1) The market value of the restricted stock unit awards represents the product of the closing price of Amarin stock as of December 31, 2018, the last trading day of the year, which was \$13.61, and the number of shares underlying each such award and, with respect to performance-based awards, assumes satisfaction of the applicable performance criteria.
- (2) These restricted stock unit awards vest in 16 equal quarterly installments, commencing September 30, 2015. Amount unvested at December 31, 2018 represents the remaining two vesting tranches.
- (3) These restricted stock unit awards vest in equal annual installments over three years, commencing January 31, 2017. Amount unvested at December 31, 2018 represents the third and final vesting tranche.
- (4) These restricted stock unit awards vest in equal annual installments over three years, commencing January 31, 2018. Amount unvested at December 31, 2018 represents the remaining two vesting tranches.